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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

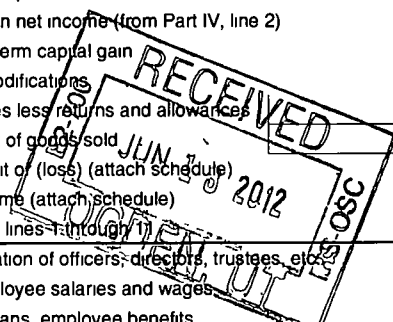
Department of the Treasury  
Internal Revenue Service

**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2011, or tax year beginning** \_\_\_\_\_ **, 2011, and ending** \_\_\_\_\_ **, 20**

Name of foundation Barr Chantable Foundation		<b>A Employer identification number</b> 77-0457315
Number and street (or P O box number if mail is not delivered to street address) 5231 Broken Lance Court	Room/suite	<b>B Telephone number (see instructions)</b> (440) 239-8900
City or town, state and ZIP code San Jose, California 95136		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address Change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 914,489 33	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	11,255 39	11,255 39		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	(1,657 15)			
b Gross sales price for all assets on line 6a 49,982 00				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit of (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	9,598 24	11,255 39		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	22,000 00			11,000 00
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	11,158 35			3,216 22
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,773 58			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	8,625 44			
24 Total operating and administrative expenses. Add lines 13 through 23	44,557 37			
25 Contributions, gifts, grants paid	48,850 00			48,850 00
26 Total expenses and disbursements. Add lines 24 and 25	93,407 37			63,066 22
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(83,809 13)			
b Net investment income (if negative, enter -0-)		11,255 39		
c Adjusted net income (if negative, enter -0-)				



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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	56,774 13	27,327 04	27,327 04
	<b>3</b> Accounts receivable ▶ ----- Less allowance for doubtful accounts ▶ -----			
	<b>4</b> Pledges receivable ▶ ----- Less allowance for doubtful accounts ▶ -----			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ ----- Less allowance for doubtful accounts ▶ -----			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	126,000 00	126,000 00	122,054 88
	<b>11</b> Investments—land, buildings and equipment, basis ▶ ----- Less accumulated depreciation (attach schedule) ▶ -----			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	1,079,155 09	1,027,515 94	765,107 41
	<b>14</b> Land, buildings, and equipment, basis ▶ ----- Less: accumulated depreciation (attach schedule) ▶ -----			
<b>15</b> Other assets (describe ▶ -----)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) . . . . .	1,261,929 22	1,180,842 98	914,489 33	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	2,865 58	5,588 47	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ -----)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	2,865 58	5,588 47	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	1,259,063 64	1,175,254 51	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .			
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	1,259,063 64	1,175,254 51		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,261,929 22	1,180,842 98		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	1,259,063 64
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	(83,809 13)
<b>3</b> Other increases not included in line 2 (itemize) ▶ -----	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,175,254 51
<b>5</b> Decreases not included in line 2 (itemize) ▶ -----	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,175,254 51

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> Dimensional Global 60/40 Port	P	10/8/10	12/20/11
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 49,982.00		51,639.15	(1,657.15)
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	(1,657.15)
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,844.00	1,450,984.44	0.0013
2009	45,699.00	1,370,914.00	0.0333
2008	37,174.00	1,288,447.00	0.0289
2007	58,572.00	716,880.00	0.0817
2006	40,391.00	716,729.00	0.0564
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.2015
<b>3</b> Average distribution ratio for the 5-year base period--divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.0403
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 1,170,942.16
<b>5</b> Multiply line 4 by line 3			<b>5</b> 47,192.72
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 112.55
<b>7</b> Add lines 5 and 6			<b>7</b> 47,305.28
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 63,066.22

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	112 55
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2	<b>3</b>	112 55
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	112 55
<b>6</b> Credits/Payments:		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	112 55
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>1c</b> Did the foundation file Form 1120-POL for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On the foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>4b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ California		
<b>8b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			<input checked="" type="checkbox"/>
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			<input checked="" type="checkbox"/>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<input checked="" type="checkbox"/>		
<b>14</b>	The books are in care of ▶ <u>CTAC</u> Telephone no. ▶ <u>(440) 239-8900</u> Located at ▶ <u>Plaza South Two, 7261 Engle Road, Suite 202, Cleveland, Ohio 44130</u> ZIP+4 ▶ <u>44130</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			<input type="checkbox"/>
<b>16</b>	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____		<b>Yes</b>	<b>No</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	<b>1c</b>	<input checked="" type="checkbox"/>
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 __, 20 __, 20 __, 20 __		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions.)	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20 __, 20 __, 20 __, 20 __		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<input checked="" type="checkbox"/>
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	<b>4b</b>	<input checked="" type="checkbox"/>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	<b>5b</b>	✓
	<b>6b</b>	✓
	<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lawrence R Barr 5231 Broken Lance Court, San Jose, California 95136	Director, 4	11,000 00		
Steven M Barr 5231 Broken Lance Court, San Jose, California 95136	Director, 4	11,000 00		
Lawrence R Barr 5231 Broken Lance Court, San Jose, California 95136	President, 4			
Steven M Barr 5231 Broken Lance Court, San Jose, California 95136	Secretary/Treasurer, 4			

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				
-----				
-----				

**Total number of other employees paid over \$50,000**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE -----		
-----		
-----		
-----		
-----		
-----		

**Total** number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	Expenses
None -----	
-----	
2 -----	
-----	
3 -----	
-----	
4 -----	
-----	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
-----	
-----	
2 -----	
-----	
All other program-related investments See instructions	
3 -----	
-----	

**Total.** Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,143,102 45
<b>b</b>	Average of monthly cash balances	<b>1b</b>	45,671 32
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,188,773 77
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,188,773 77
<b>4</b>	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	17,831 61
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,170,942 16
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	58,547 11

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	58,547 11
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	112 55
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	112 55
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	58,434 55
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	58,434 55
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	58,434 55

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	63,066 22
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	63,066 22
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	112 55
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	62,953 67

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				58,434 55
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			59,198 79	
<b>b</b> Total for prior years 20 ,20 ,20 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0 00			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 63,066 22				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			59,198 79	
<b>b</b> Applied to undistributed income of prior years (Election required--see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required--see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				3,867 43
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0 00	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				54,567 12
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0 00			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax Year	Prior 3 Years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 1/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- 
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- 
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- 
- b** The form in which applications should be submitted and information and materials they should include:
- 
- c** Any submission deadlines:
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See attached schedule				
<b>Total</b> . . . . . ▶ <b>3a</b>				48,850 00
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





**2011 Form 990-PF Supplementary Statements****Form 990-PF Part I, Line 16c, Column a**

<u>Date</u>	<u>Description of Other professional fees</u>	<u>Amount</u>
January 14, 2011	Money management fees	1,326 01
March 27, 2011	Q1 Administration Fee	913 60
April 12, 2011	Money management fees	475 00
April 12, 2011	Money management fees	1,347 82
June 25, 2011	Q2 Administration Fee	780 06
July 14, 2011	Money management fees	475 00
July 14, 2011	Money management fees	1,351 29
September 23, 2011	Q3 Administration Fee	780 93
October 12, 2011	Money management fees	1,200 10
October 12, 2011	Money management fees	1,766 81
December 7, 2011	Q4 Administration Fee	741 73
<b>Total (Part I, Line 16c, Column a)</b>		<b>\$11,158.35</b>

**Form 990-PF Part I, Line 18, Column a**

<u>Date</u>	<u>Description of Taxes</u>	<u>Amount</u>
November 4, 2011	Taxes Paid	2,773 58
<b>Total (Part I, Line 18, Column a)</b>		<b>\$2,773.58</b>

**Form 990-PF Part I, Line 23, Column a**

<u>Date</u>	<u>Description of Other expenses</u>	<u>Amount</u>
January 27, 2011	Legal Fees	6,059 64
March 10, 2011	Legal Fees	2,480 80
November 16, 2011	Franchise Tax Board	10 00
November 18, 2011	Attorney General Registry	75 00
<b>Total (Part I, Line 23, Column a)</b>		<b>\$8,625.44</b>

**Form 990PF Part II, Line 10c, Columns b and c**

<u>Corporate Bonds</u>	<u>End of year Book Value</u>	<u>End of year FMV</u>
American Pegasus Auto Loan 6 000% 2/20/10	126,000 00	122,054 88
<b>Total (Form 990PF Part II, Line 10c, Columns b and c)</b>	<b>\$126,000.00</b>	<b>\$122,054.88</b>

**Form 990PF Part II, Line 13, Columns b and c**

<u>Other Investments</u>	<u>End of year Book Value</u>	<u>End of year FMV</u>
Dimensional Global 60/40 Port	404,061 80	400,807 80
EqualTV Loan	50,000 00	50,000 00
Life Settlements	51,475 14	170,000 00
QVE Short Term Loan	140,000 00	17,945 12
Q-Vest II, LLC 3 8% Q2125	66,460 00	37,684 67
Q-Vest II, LLC 9 0% Q2048	135,519 00	88,669 82
Q-Vest III 4 6% Q4007	60,000 00	0 00

Q-Vest III 9 1% Q4006

120,000 00

0 00

**Total (Form 990PF Part II, Line 13, Columns b and c)**

**\$1,027,515.94**

**\$765,107.41**

**Form 990-PF Part XV, Line 3a**

<u>Recipient</u>	<u>Status of recipient</u>	<u>Purpose of grant</u>	<u>Amount</u>
National Kidney Foundaiton	501(c)(3)	General	750 00
Pancreatic Cancer Actron Network	501(c)(3)	General	500 00
Kick Start International	501(c)(3)	General	800 00
Humane Society of S C Valley	501(c)(3)	General	1,000 00
Tony La Russa's Animal Rescue Foundation	501(c)(3)	General	400 00
African Wildlife Foundation	501(c)(3)	General	1,000 00
Children's Discovery Museum	501(c)(3)	General	200 00
MIND Research Institute	501(c)(3)	General	600 00
UC Santa Cruz	501(c)(3)	General	1,000 00
Friends of the Earth	501(c)(3)	General	1,500 00
Abode Services	501(c)(3)	General	1,500 00
Boys and Girls Club of the Peninsula	501(c)(3)	General	1,400 00
Food Bank of Monterey County	501(c)(3)	General	1,000 00
Food Bank of Contra Costa and Solano	501(c)(3)	General	1,000 00
Habitat of Humanity Greater San Francisco	501(c)(3)	General	1,000 00
Shelter Network	501(c)(3)	General	1,000 00
Books for Africa	501(c)(3)	General	500 00
Water for People	501(c)(3)	General	700 00
Wildlife Center of Silicon Valley	501(c)(3)	General	500 00
San Jose Rep Theater	501(c)(3)	General	500 00
KQED	501(c)(3)	General	400 00
Colonial Williamsburg Foundation	501(c)(3)	General	200 00
RAFT	501(c)(3)	General	500 00
Make-a-Wish International	501(c)(3)	General	600 00
Ronald McDonald House at Stanford	501(c)(3)	General	300 00
Guide Dogs for the Blind	501(c)(3)	General	300 00
San Francisco Food Bank	501(c)(3)	General	1,000 00
Second Harvest Food Bank	501(c)(3)	General	2,000 00
The Fistula Foundaiton	501(c)(3)	General	400 00
National Trust for Historic Preservation	501(c)(3)	General	400 00
Mr Holland's Opus Foundation	501(c)(3)	General	600 00
UC Davis Parctns Fund	501(c)(3)	General	1,000 00
Acterra	501(c)(3)	General	650 00
Sierra Club Foundation	501(c)(3)	General	500 00
Yellowstone Association	501(c)(3)	General	500 00
American Lung Association in California	501(c)(3)	General	500 00
Scripps Research Institute	501(c)(3)	General	250 00
Dream Foundaiton	501(c)(3)	General	300 00
Family House	501(c)(3)	General	600 00
Make-a-Wish Foundation of Amenca	501(c)(3)	General	600 00

American Red Cross	501(c)(3)	General	700 00
Easter Seals National Headquarters	501(c)(3)	General	500 00
Nepal Youth Foundation	501(c)(3)	General	300 00
ACCION	501(c)(3)	General	300 00
United Way Silicon Valley	501(c)(3)	General	400.00
Homeward Bound of Marin	501(c)(3)	General	700 00
Cambodian Children's Fund	501(c)(3)	General	400 00
Feed My Starving Children	501(c)(3)	General	400 00
Water Missions International	501(c)(3)	General	400 00
Puppies Behind Bars	501(c)(3)	General	500 00
Wildlife Conservation Network	501(c)(3)	General	600 00
Earth Island Institute	501(c)(3)	General	500 00
Rainforest Alliance	501(c)(3)	General	1,500 00
EarthShare California	501(c)(3)	General	350 00
Los Gatos Community Foundation (Thrasher)	501(c)(3)	General	250 00
The Redwood Empire Food Bank	501(c)(3)	General	1,000 00
Beyond Borders	501(c)(3)	General	400 00
Big Cat Rescue	501(c)(3)	General	600 00
The Tech Museum of Innovation	501(c)(3)	General	200 00
National Fish and Wildlife Foundaiton	501(c)(3)	General	650 00
American Cancer Society	501(c)(3)	General	750 00
The Lustgarten Foundation for Pancreatic Research	501(c)(3)	General	500 00
Special Olympics of Northern California	501(c)(3)	General	200 00
Tides Center	501(c)(3)	General	700 00
Habitat for Humanity International	501(c)(3)	General	800 00
German Shepherd Rescue of Northern California	501(c)(3)	General	500 00
Monterey Bay Aquarium	501(c)(3)	General	500 00
Earth Justice	501(c)(3)	General	500 00
Diabetes Research and Wellness Foundaiton	501(c)(3)	General	500 00
Friends Without A Border	501(c)(3)	General	400 00
Hawaii Community Foundaiton	501(c)(3)	General	200 00
National Disaster Search Dog Foundation	501(c)(3)	General	500 00
California State Parks Foundaiton	501(c)(3)	General	500 00
East Meets West Foundaiton	501(c)(3)	General	400 00
The Tibet Fund	501(c)(3)	General	300 00
Bill Wilson Center	501(c)(3)	General	300 00
Hawaii Foodbank	501(c)(3)	General	1,000 00
Kiva	501(c)(3)	General	500 00
Lifewater International	501(c)(3)	General	700 00
<b>Total (Part XV, Line 3a)</b>			<b>\$48,850.00</b>

# Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. <b>Barr Charitable Foundation</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>77-0457315</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>5231 Broken Lane Court</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>San Jose, California 95136</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CTAC, Charitable Trust Administration Company

Telephone No. ► 440-239-8900 FAX No. ► 440-239-8600

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
►  calendar year 20 11 or

►  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.